

USAC

UNIVERSAL SERVICE
ADMINISTRATIVE CO

1201 Pennsylvania Avenue, N.W., Suite 300
Washington, DC 20004

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DEC 31 1998

Robert Haga
Secretary & Treasurer

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Voice: (202) 661-4695

Fax: (202) 661-4784

E-mail: rhaga@universalservice.org

December 31, 1998

Magalie Roman Salas
Secretary
Federal Communications Commission
445 12th Street, S.W.
12th Street Lobby, TW-A325
Washington, D.C. 20554

EX PARTE OR LATE FILED

RE: Notification of Completion of Universal Service Administrative Company Merger
(CC Docket Nos. 97-21 and 96-45)

Dear Ms. Salas:

The Universal Service Administrative Company (USAC) sent the attached letter informing the Chairman and the Commissioners that, in compliance with the November 20, 1998, order, USAC has taken all actions necessary to complete the merger of the Schools and Libraries Corporation and the Rural Health Care Corporation into USAC effective January 1, 1999.

In a December 9, 1998, Public Notice, the Common Carrier Bureau found that the merger documents and revised corporate documents complied with the Commission's Order, and directed USAC to file an appropriate certificate in respect thereof, with the Secretary of State of the State of Delaware. Enclosed is a copy of the Certificate of Merger that was filed with the Delaware Secretary of State's office to effectuate the merger yesterday.

The Bureau also directed USAC to file the revised Certificate of Incorporation with the Secretary of State of the State of Delaware. As the Certificate of Merger amends USAC's Certificate of Incorporation, this action is not necessary under Delaware law.

In accordance with Commission rules, I am submitting two copies of this notice for each docket to the Office of the Secretary. Please acknowledge receipt hereof by affixing a notation on a duplicate copy of this letter furnished herewith for such purposes and remitting same to the bearer.

Sincerely,



Robert Haga

RH:cah:\letters\FCC\Salas merger 1298

Enclosures

cc: Lisa Zaina, FCC
Melissa Waksman, FCC
Lisa Boehley, FCC

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USAC
UNIVERSAL SERVICE
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583 D'Onofrio Drive - Suite 201
Madison, WI 53719-2055
Voice: 608-827-8872 Fax: 608-827-8893

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DEC 31 1998

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Cheryl L. Parrino
Chief Executive Officer

December 31, 1998

The Honorable William Kennard
Federal Communications Commission
1919 M Street, N.W., Room 814
Washington, D.C. 20554

RE: Notification of Completion of the Universal Service Administrative Company Merger
(CC Docket Nos. 97-21 and 96-45)

Dear Chairman Kennard:

It is my pleasure to inform you that the Universal Service Administrative Company (USAC) has complied with your order to merge the Schools and Libraries Corporation and the Rural Health Care Corporation into USAC effective January 1, 1999. I have enclosed a copy of the official Certificate of Merger that was filed yesterday with the Delaware Secretary of State's office to effectuate the merger.

I look forward to working with you to implement the merger as you and Congress envisioned. I also look forward to working with you to administer the program and to bring efficiencies to the administration of the programs as a result of the consolidation.

If you have any questions, please feel free to give me a call.

Sincerely,



Cheryl L. Parrino
Chief Executive Officer

CLP:cah:\letters\FCC\Cmmrs merger 1298
Enclosure

cc: Ms. Kathy Brown, FCC
Mr. Robert Haga, USAC
Ms. Lisa Rosenblum, USAC Board Chair
Commissioner Bob Rowe, Montana
President Jim Sullivan, NARUC President (Alabama)
State Universal Service Joint Board Members:
Ms. Martha Hogerty, Missouri
Chairman Julia Johnson, Florida
Commissioner Laska Schoenfelder, South Dakota
Chairman Pat Wood, Texas

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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Cheryl L. Parrino
Chief Executive Officer

December 31, 1998

The Honorable Gloria Tristani
Federal Communications Commission
1919 M Street, N.W., Room 826
Washington, D.C. 20554

RE: Notification of Completion of the Universal Service Administrative Company Merger
(CC Docket Nos. 97-21 and 96-45)

Dear Commissioner Tristani:

It is my pleasure to inform you that the Universal Service Administrative Company (USAC) has complied with your order to merge the Schools and Libraries Corporation and the Rural Health Care Corporation into USAC effective January 1, 1999. I have enclosed a copy of the official Certificate of Merger that was filed yesterday with the Delaware Secretary of State's office to effectuate the merger.

I look forward to working with you to implement the merger as you and Congress envisioned. I also look forward to working with you to administer the program and to bring efficiencies to the administration of the programs as a result of the consolidation.

If you have any questions, please feel free to give me a call.

Sincerely,



Cheryl L. Parrino
Chief Executive Officer

CLP:cah:\letters\FCC\Cmnrs merger 1298
Enclosure

cc: Mr. Paul Gallant
Mr. Robert Haga, USAC
Ms. Lisa Rosenblum, USAC Board Chair

USAC

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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Cheryl L. Parrino
Chief Executive Officer

December 31, 1998

The Honorable Harold Furchtgott-Roth
Federal Communications Commission
1919 M Street, N.W., Room 802
Washington, D.C. 20554

RE: Notification of Completion of the Universal Service Administrative Company Merger
(CC Docket Nos. 97-21 and 96-45)

Dear Commissioner Furchtgott-Roth:

It is my pleasure to inform you that the Universal Service Administrative Company (USAC) has complied with your order to merge the Schools and Libraries Corporation and the Rural Health Care Corporation into USAC effective January 1, 1999. I have enclosed a copy of the official Certificate of Merger that was filed yesterday with the Delaware Secretary of State's office to effectuate the merger.

I look forward to working with you to implement the merger as you and Congress envisioned. I also look forward to working with you to administer the program and to bring efficiencies to the administration of the programs as a result of the consolidation.

If you have any questions, please feel free to give me a call.

Sincerely,



Cheryl L. Parrino
Chief Executive Officer

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Enclosure

cc: Mr. Kevin Martin, FCC
Mr. Robert Haga, USAC
Ms. Lisa Rosenblum, USAC Board Chair

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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Cheryl L. Parrino
Chief Executive Officer

December 31, 1998

The Honorable Michael Powell
Federal Communications Commission
1919 M Street, N.W., Room 844
Washington, D.C. 20554

RE: Notification of Completion of the Universal Service Administrative Company Merger
(CC Docket Nos. 97-21 and 96-45)

Dear Commissioner Powell:

It is my pleasure to inform you that the Universal Service Administrative Company (USAC) has complied with your order to merge the Schools and Libraries Corporation and the Rural Health Care Corporation into USAC effective January 1, 1999. I have enclosed a copy of the official Certificate of Merger that was filed yesterday with the Delaware Secretary of State's office to effectuate the merger.

I look forward to working with you to implement the merger as you and Congress envisioned. I also look forward to working with you to administer the program and to bring efficiencies to the administration of the programs as a result of the consolidation.

If you have any questions, please feel free to give me a call.

Sincerely,



Cheryl L. Parrino
Chief Executive Officer

CLP:cah:\letters\FCC\Cmnrs merger 1298
Enclosure

cc: Mr. Kyle Dixon, FCC
Mr. Robert Haga, USAC
Ms. Lisa Rosenblum, USAC Board Chair

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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Cheryl L. Parrino
Chief Executive Officer

December 31, 1998

The Honorable Susan Ness
Federal Communications Commission
1919 M Street, N.W., Room 832
Washington, D.C. 20554

RE: Notification of Completion of the Universal Service Administrative Company Merger
(CC Docket Nos. 97-21 and 96-45)

Dear Commissioner Ness:

It is my pleasure to inform you that the Universal Service Administrative Company (USAC) has complied with your order to merge the Schools and Libraries Corporation and the Rural Health Care Corporation into USAC effective January 1, 1999. I have enclosed a copy of the official Certificate of Merger that was filed with the Delaware Secretary of State's office to effectuate the merger yesterday.

I look forward to working with you to implement the merger as you and Congress envisioned. I also look forward to working with you to administer the program and to bring efficiencies to the administration of the programs as a result of the consolidation.

If you have any questions, please feel free to give me a call.

Sincerely,

Cheryl

Cheryl L. Parrino
Chief Executive Officer

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Enclosure

cc: Mr. Jim Casserly, FCC
Mr. Robert Haga, USAC
Ms. Lisa Rosenblum, USAC Board Chair

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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

**CERTIFICATE OF MERGER OF:
SCHOOLS AND LIBRARIES CORPORATION AND
RURAL HEALTH CARE CORPORATION INTO
UNIVERSAL SERVICE ADMINISTRATIVE COMPANY**

The undersigned corporation DOES HEREBY CERTIFY THAT:

FIRST: The name and state of incorporation of each of the constituent corporations of the merger are as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Schools and Libraries Corporation	Delaware
Rural Health Care Corporation	Delaware
Universal Service Administrative Company	Delaware

SECOND: An agreement of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 257 of the Delaware General Corporation Law.

THIRD: The name of the surviving corporation with respect to the merger is Universal Service Administrative Company.

FOURTH: The certificate of incorporation of Universal Service Administrative Company, which is surviving the merger, shall be the certificate of incorporation of the surviving corporation, except that Article 3 of the certificate of incorporation shall be amended to read in its entirety as follows: "3. The purpose of the Corporation is to engage, in any lawful act or activity, consistent with Federal Communications Commission ("FCC") Orders and Rules, for which corporations may be organized under the General Corporation Law of Delaware. The Corporation does not contemplate pecuniary gain or profit and is organized for nonprofit purposes."

FIFTH: The executed agreement of merger is on file at an office the surviving corporation, the address of which is: 1201 Pennsylvania Ave., N.W., Washington, DC 20004.

SIXTH: A copy of the agreement of merger will be furnished by the surviving corporation on request and without cost to any stockholder or member of any constituent corporation.

SEVENTH: This certificate shall become effective at 11:59 p.m. E.S.T. on December 31, 1998.

Dated: December 30, 1998

UNIVERSAL SERVICE ADMINISTRATIVE COMPANY

By: _____

Robert Haga, Secretary

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FCC FILE # 98-2619

Before the
Federal Communications Commission
Washington, D.C. 20554

In the Matter of	
Implementation of Section 25 of the Cable Television Consumer Protection and Competition Act of 1992	MM Docket 93-25
Direct Broadcast Satellite Public Interest Obligations	

ERRATUM**Released: December 23, 1998**

Report and Order FCC 98-307 (released November 25, 1998) is hereby corrected by substituting the following for paragraph 143:

143. Petitions for reconsideration under Section 1.429 of the Communications's rules, 47 C.F.R. § 1.429 (1996), may be filed within 30 days of the date of publication of this *Report and Order* in the Federal Register (See 47 C.F.R. § 1.4(b)(1)).

FEDERAL COMMUNICATIONS COMMISSION



for Thomas S. Tycz
Chief, Satellite and Radiocommunication Division
International Bureau

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